

(Per ILA Approval Requirements)

☐ CA Approval
☒ JB Approval

Amendment 346 Contract No. 229944

To the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 346 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 27th day of July, 2015, by and between Vix Technology (USA) Inc (formerly known as ERG Transit Systems (USA) Inc), a California corporation and wholly owned subsidiary of Vix Mobility Pty Ltd, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.

- B. The Agencies and the Contractor desire to amend Section VI of Exhibit 9, Price Schedule Special Programs, to compensate the Contractor for the work necessary to upgrade SAP Business Objects Edge (BOE) software from v3.1 to v4.1. This work is performed per Change Request CR-11774 *Business Objects Upgrade v3.0* as approved by the Joint Board on July 13, 2015.
- C. The Parties agree that the Work necessary to upgrade the SAP Business Objects Edge (BOE) software will be performed and compensated as described below.

Agreement

Section 1.0 Description of Work

The Contractor will complete the upgrade in seven phases:

1.1 Analysis phase. This phase was completed on June 5, 2015.

- (a) Conduct an evaluation of the current BOE v3.1 system
- (b) Develop upgrade project documentation
- (c) Develop a plan of actions

1.2 Fit/gap verification phase. This phase started on June 15, 2015 and will be completed by July 2, 2015.

- (a) Compare capabilities and functionality of BOE v4.1 with those of v3.1
- (b) Map the current business practices needs of BOE v3.1 with the new functionality provided by BOE v4.1
- (c) Verification of the software functionality will be confirmed by executing reporting tests using internal formula.
- (d) Reporting tests will be repeated to minimize software errors
- (e) Define, review and approve strategies and management approaches for the BOE v4.1 upgrade

1.3 Realization phase. This phase will start on July 3, 2015 and will be completed by October 1, 2015.

- (a) Replicate existing data and migrate to development instance
- (b) Upgrade development instance from BOE v3.1 to BOE v4.1
- (c) Investigate errors within the BOE v4.1 application layer
- (d) Investigate errors within the BOE v4.1 report templates
- (e) Repeat investigation process until all upgrade errors have been corrected
- (e) Modify BOE v4.1 report functionality to match BOE v3.1 report data
- (f) Commence Agency testing with Vix support
- (g) Optional Step: Performance analysis and tuning of slow running reports. This work is optional and will be priced separately. It is not part of this body of work.

- 1.4 Final preparation phase. This phase will begin on October 2, 2015 and will be completed by December 6, 2015 (go-live date).
- (a) The development instance of BOE v4.1 is readied for migration to the production environment
 - (b) Dual entry of data into both development and production environments will be necessary prior to final migration to BOE v4.1
 - (c) In order to complete final migration to BOE v4.1 changes to the current production environment will be locked down
- 1.5 Post go-live support phase. This phase will commence after December 6, 2015.
- (a) The BOE v4.1 core group and associated operations staff will monitor the system and correct any issues or concerns that are raised by the user community
- 1.6 Training A: Development of training materials phase. This phase will commence after December 6, 2015.
- (a) The Contractor will create training documentation for the BOE v4.1 user community which will consist of customized videos and training guides
- 1.7 Training B: Live training sessions phase. This phase is optional and will commence after December 6, 2015. The Agencies will pay 100% of the cost for live training sessions. The live training sessions will be priced separately and are not included in this body of work.
- (a) The Contractor will provide live demonstrations of the BOE v4.1 system
 - (b) Demonstrations will include portal training, report functionality training, and answering user training material questions
- 1.8 The Contractor will update system documentation which has been identified as:
- (a) SEA-01434 Exhibit 13 – RFCS System Software/Software Maintenance
 - (b) SEA-00353 Exhibit 12 – Intellectual Property Table
 - (c) SEA-08301 Universe Design
 - (d) SEA-01804 RFCS Reports Operation Manual
 - (e) SEA-06063 Auto Generating Report Configuration
 - (f) SEA-00833 RFCS Reporting Requirements (DR 111)
 - (g) SEA-04547 RFCS Online Reporting Configuration

Section 2.0 Schedule

2.1 The Work described in Section 1.0 will be completed no later than December 6, 2015

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 3.0 Compensation Changes

Per the Settlement Agreement the Agencies have agreed to pay fifty (50) percent of the cost of this system security work.

Section VI (Implementation) of Exhibit 9, Price Schedule, is hereby amended to read as follows:

VI. IMPLEMENTATION

SPECIAL PROGRAMS

LUMP SUM COST

Amendment No. 346

To provide qualified staff to upgrade the SAP Business Objects Edge (BOE) software from v3.1 to v4.1	
TOTAL	\$177,780

Section 4.0 Other Terms and Conditions

All other provisions of the Contract not referenced in this Amendment Three Hundred and Forty Six shall remain in effect.

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: [Signature]
Its: Acting CEO
Date: 7-16-15

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: [Signature]
Its: GM
Date: 7/15

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: [Signature]
Its: CEO
Date: 7/21/15
WF

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: [Signature]
Its: Assistant Secretary
Date: 7/23/15

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: [Signature]
Its: Transportation Services Director
Date: 5-17-15

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: [Signature]
Its: Executive Director
Date: 7/16/2015

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____

IN WITNESS WHEREOF, authorized representative of the Agencies and the Contractor have signed their names in the spaces provided below.

Vix Technology (USA) Inc.

By: [Signature]
Its: General Manager
Date: 7/13/15

The Agencies

By: _____
Their: _____
On behalf of the Agencies
Date: _____

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: Emmett Heath
Its: CEO
Date: 7-27-15

Washington State Ferries, acting through the Washington State Department of Transportation Ferries Division ("Washington State Ferries")

By: _____
Its: _____
Date: _____